

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

**In the Matter of** )  
 )  
**Global Connection Inc. of America** )  
*Licensee* )  
 )  
**Global Connection Holdings Corporation** )  
*Transferor* ) **WC Docket No. \_\_\_\_\_**  
 )  
**and** ) **IB File No. \_\_\_\_\_**  
 )  
**Global Reconnect, Inc.** )  
*Transferee* )  
 )  
**Application for Consent to Transfer Control** )  
**of a Company Holding International Section** )  
**214 Authority and Blanket Domestic Section** )  
**214 Authority Pursuant to the Communications** )  
**Act of 1934, as Amended** )

**JOINT DOMESTIC AND INTERNATIONAL APPLICATION**

Global Connection Inc. of America (GCIOA or Company), Global Connection Holdings Corporation (Global Holdings), and Global Reconnect, Inc. (Global Reconnect and, collectively with GCIOA and Global Holdings, Applicants) hereby respectfully request authority pursuant to section 214 of the Communications Act of 1934, as amended (the Act), 47 U.S.C. § 214 and sections 63.04 and 63.24(e) of the Commission’s rules, 47 CFR §§ 63.04, 63.24(e), to transfer control of GCIOA to Global Reconnect.

GCIOA, a wholly owned subsidiary of Global Holdings, provides prepaid wireline local exchange and long distance services to residential customers in twenty-six states. The Company also provides wireless (commercial mobile radio services) to retail customers in twenty-three

states and Puerto Rico. GCIOA holds international and blanket domestic section 214 authority and provides all of its services on a competitive basis.

Global Reconnect is a Delaware corporation, formed for the purpose of acquiring GCIOA. Global Reconnect is not a telecommunications carrier and is not owned by a telecommunications carrier. Global Reconnect has no foreign ownership and, like GCOIA, is not a foreign carrier and is not affiliated with foreign carriers in any market.

As discussed in more detail below, Global Holdings and Global Reconnect have entered into an agreement pursuant to which Global Reconnect will acquire all of the direct stock interest in GCIOA. Global Holdings will retain an indirect minority interest in GCIOA through an interest in Global Reconnect; however, ultimate (indirect) control of GCIOA will be transferred to the majority interest holder in Global Reconnect, Stan McCright, a United States citizen. The transaction will not result in any loss or impairment of service for any customers.

Pursuant to section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of GCIOA. The Applicants provide below the information required by section 63.24(e)(2) of the Commission's rules, 47 C.F.R. § 63.24(e)(2). **Exhibit A** provides the additional information requested in section 63.04(a)(6) through (a)(12) of the Commission's rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants seek streamlined treatment for both the international and domestic portions of this Application. Applicants request streamlined treatment for the international portion of this Application pursuant to section 63.12(c) of the Commission's rules, because (i) Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Global Reconnect or

GCIOA seeks authority to resell, nor will Applicants be so affiliated post-close; and (iii) none of the other scenarios outlined in section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply.<sup>1</sup>

Applicants similarly seek streamlined treatment for the domestic portion of this Application pursuant to section 63.03(b) because (i) the transferee, Global Reconnect, is not a telecommunications provider and is not owned by a telecommunications provider;<sup>2</sup> (ii) post-close, Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent;<sup>3</sup> (iii) Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction;<sup>4</sup> And (iv) no Applicant is dominant with respect to any service.<sup>5</sup>

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Global Connection Inc. Of America (GCIOA) & Global Connection Holdings Corporation (Global Holdings)**

GCIOA (FRN: 0010765329) is a corporation organized under the laws of Georgia. Its principal place of business is 5555 Oakbrook Parkway, Suite 620, Norcross, GA 30093. GCIOA

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<sup>1</sup> 47 C.F.R. § 63.12.

<sup>2</sup> See 47 C.F.R. § 63.03(b)(1)(ii). Global Reconnect has a lateral affiliate, Executone of Chattanooga, LLC d/b/a Concentric Network Solutions, LLC (Concentric), that took steps in 2013 to establish itself as a wireless provider; however, Concentric's ETC filing has not been approved and Concentric did not begin providing services. At this time, Concentric remains inactive.

<sup>3</sup> See 47 C.F.R. § 63.03(b)(2).

<sup>4</sup> See *id.*

<sup>5</sup> 47 C.F.R. § 63.03(b)(2)(i).

holds blanket domestic and international section 214 authority from the Commission.<sup>6</sup> The Company holds intrastate authority to provide local exchange and interexchange telecommunications services in 26 states, identified in **Exhibit B**. GCIOA also provides wireless services to customers in twenty-three states and Puerto Rico.<sup>7</sup> GCIOA has been designated as an eligible telecommunications carrier (ETC) to provide Lifeline services to low-income consumers<sup>8</sup> on a wireline basis in seven states<sup>9</sup> and on a wireless basis in twenty-three states and Puerto Rico.<sup>10</sup>

GCIOA has no interest-holders or subsidiaries that offer domestic or international telecommunications services. GCIOA is not a foreign carrier and is not affiliated with foreign carriers in any market.

#### *Ownership*

GCIOA is a wholly owned subsidiary of Global Holdings (FRN: 0025180514), a U.S. company whose principal place of business is located at 5555 Oakbrook Parkway, Suite 620, Norcross, GA 30093. Global Holdings operates as a holding company for GCIOA and does not

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<sup>6</sup> File No. ITC-214-20040421-00150 (granting authority to provide global or limited global facilities-based and resold international services in on May 7, 2004).

<sup>7</sup> The states and territories in which the Company provides wireless services are identified in **Exhibit C**.

<sup>8</sup> Applicants are aware that separate approval of the transaction must be obtained through the Commission's Wireline Competition Bureau in connection with GCIOA's designation as an ETC.

<sup>9</sup> GCIOA is designated as a wireline ETC in Alabama, Arkansas, Florida, Georgia, Louisiana, Michigan and North Carolina. The Company also provides wireline services to Lifeline customers in eight additional states via resale of an underlying carrier's already-discounted Lifeline services. For these services, GCIOA does not seek nor does it receive any reimbursement from USAC. Instead, the underlying carrier, a designated ETC, seeks reimbursement.

<sup>10</sup> See **Exhibit C**.

provide telecommunications services.<sup>11</sup> The majority interest in Global Holdings is held by L6-Global Manager LLC, a Georgia limited liability company. Through interests in L-6 Global Manager LLC, approximately 76 percent of the equity in GCIOA is ultimately held or controlled by Milestone Partners, a lower middle market private equity firm based in Radnor, Pennsylvania.

A diagram showing the current corporate structure of GCIOA, including all entities and individuals that hold a 10 percent or greater equity or voting interest in GCIOA at present, is provided in **Exhibit D**.

**B. Global Reconnect, Inc. (Global Reconnect)**

Global Reconnect (FRN: 0025180548) is a recently formed Delaware corporation established to acquire the direct stock interests in GCIOA. Global Reconnect's principal place of business is 928 McCallie Avenue, Chattanooga, TN 37403.

Global Reconnect does not hold any telecommunications regulatory authority and has no subsidiaries or affiliates that hold such regulatory authority. Furthermore, Global Reconnect is not a foreign carrier and is not affiliated with any foreign carriers.

Global Reconnect is wholly owned by Stan McCright, a United States citizen with principal place of business located at 928 McCallie Avenue, Chattanooga, TN 37403. Mr. McCright's principal business is consulting in the public housing industry. As Chief Executive Officer of McCright & Associates, Mr. McCright has accrued over forty years' experience working with government agencies and other participants in this vital sector. Mr. McCright does not provide telecommunications services through any of his business operations.

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<sup>11</sup> As part of the transaction, Global Holdings will undergo a name change. The post-close name for this entity has not yet been finalized, so it is referred to throughout the application and exhibits as Global Holdings. The Parties will update the record for the Commission once the post-close name is determined.

No other entity or individual holds a 10 percent or greater ownership interest in Global Reconnect. A diagram showing the current corporate structure of Global Reconnect is provided in **Exhibit E**.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a Stock Purchase Agreement (Agreement) dated November 16, 2015, by and among Global Reconnect, Global Holdings and GCIOA, Global Reconnect will acquire 100 percent of the stock in GCIOA, which will become a wholly owned direct subsidiary. A majority 82.5 percent interest in Global Reconnect (and thus, the majority indirect interest in GCIOA) will be held post-close by Stan McCright. At the same time, Global Holdings will acquire preferred stock in Global Reconnect, representing approximately 17.5 percent ownership of Global Reconnect, and resulting in an indirect 17.5 percent interest in GCIOA. The transaction will not result in any change to the ownership of Global Holdings. L6-Global will continue to hold the majority direct interest in Global Holdings and Milestone Partners will continue to hold ultimate control of Global Holdings.

The transaction will be transparent to GCIOA's customers. All existing customers of GCIOA will continue to be served by GCIOA pursuant to its existing international and domestic section 214 authorizations.

A diagram of the corporate structure of GCIOA and Global Reconnect post-close is provided in **Exhibit F**.

## **III. PUBLIC INTEREST STATEMENT**

Pursuant to section 214 of the Act, control of GCIOA may be transferred to Global Reconnect if the Commission finds that the public interest, convenience and necessity will be served thereby. 47 U.S.C. § 214. As discussed below, the transaction will serve the public

interest because it will yield tangible benefits for the public without harming customers or competition in any market.

**A. Public Interest Benefits of the Transaction**

The transaction will demonstrably serve the public interest by bringing the managerial, technical, and financial resources available through Global Reconnect and Stan McCright to GCIOA. These resources will ensure that GCIOA continues to offer low-income consumers throughout its operating territories high-quality wireless Lifeline service plans and, at a time when available Lifeline plans are increasingly provided via wireless technologies, wireline-based Lifeline services as well.

As noted above, Stan McCright, has worked in the public housing sector for over forty years, developing well-honed management and strategic business skills. His company, McCright & Associates, has worked as a partner to public housing authorities throughout the nation for over two decades, building systems to efficiently manage eligibility determinations and recertifications for residents in public housing. The McCright team has conducted inspections and recertifications throughout the United States, setting and maintaining a high standard for compliance management. In addition, as the co-owner of McCright & Associates, LLC, the full owner of McCright Marketing, LLC and the holder of substantial interests in several other business ventures, Stan McCright has established considerable financial resources that will be available, as needed, to support GCIOA in its operations and continuing growth.

Of particular benefit, GCIOA's current management team will remain with the Company, continuing to direct day-to-day operations. This will ensure that their expertise in the telecommunications field and specific in-depth knowledge of GCIOA will guide the Company's decisions going forward. As a result, the transaction will bring together the full strength of

GCIOA's proven telecommunications capabilities and Stan McCright's business expertise, particularly with respect to compliance and marketing in the low-income consumer sector. The resulting synergy will enable GCIOA to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive.

**B. The Transaction Will Have No Adverse Impact on Customers**

At the same time, the proposed transaction will have no adverse impact on GCIOA's current customers, which will continue to receive their existing services at the same rates, terms and conditions as at present.<sup>12</sup> From the customers' perspective, the only significant change post-close will be that control of GCIOA will reside with Global Reconnect and its owner, Stan McCright. That change will be both beneficial and largely transparent to consumers.

**C. The Transaction Poses No Competitive Risks for Domestic Telecommunications Markets**

Global Reconnect's acquisition of GCIOA similarly will have no adverse effects upon the domestic telecommunications market.

- GCIOA has a very small share of the domestic interexchange services market and provides these services solely on a resale basis. Moreover, the Company is regulated as nondominant, reflecting its inability to exert anti-competitive pressures upon other providers and the market in general.
- Global Reconnect's acquisition of GCIOA also will not harm competition in local exchange markets. GCIOA does not hold a material percentage of the national

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<sup>12</sup> Any future changes to the Company's rates, terms and conditions of service will be made consistent with applicable Commission requirements.

market and, as a reseller, cannot leverage network resources to the detriment of competitors.

- The proposed transaction does not represent a consolidation of market operations. Neither Global Reconnect nor its affiliates are carriers. Consequently, the transaction will not eliminate any market participants nor will it, in any respect, reduce the provider and service choices available to consumers.

**D. The Transaction Poses No Competitive Risks for the International Telecommunications Market**

Finally, the transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. GCIOA has a very small share of the international telecommunications market and provides international services only on a resale basis. Neither GCIOA nor Global Reconnect is a foreign carrier and neither is affiliated with a foreign carrier in any market. Therefore, the acquisition of GCIOA by Global Reconnect would have no ability to adversely affect competition in the international telecommunications market.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

The Applicants submit the following information pursuant to section 63.24(e) of the Commission's rules, including the information requested in section 63.18:

- (a) Name, address and telephone number of the Applicants:

Global Connection Inc. of America  
5555 Oakbrook Parkway, Suite 620  
Norcross, GA 30093  
(678) 741-6253

Global Connection Holdings Corporation (Global Holdings)  
5555 Oakbrook Parkway, Suite 620  
Norcross, GA 30093  
(678) 741-6200

Global Reconnect, Inc.  
928 McCallie Avenue  
Chattanooga, TN 37403  
(423) 468-1654

- (b) GCIOA and Global Holdings are Georgia corporations. Global Reconnect is a Delaware corporation.
- (c) Correspondence concerning this Application should be sent to:

For GCIOA and Global Holdings:

John J. Heitmann  
Joshua T. Guyan  
KELLEY DRYE & WARREN LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8566  
Fax: (202) 342-8451  
Email: [jguyan@kelleydrye.com](mailto:jguyan@kelleydrye.com)

with a copy to:

David Skogen, CEO  
Global Connection Inc. Of America  
5555 Oakbrook Pkwy, Suite 620  
Norcross, GA 30093  
Fax: (888) 315-2669  
Email: [dskogen@gcioa.com](mailto:dskogen@gcioa.com)

For Global Reconnect:

John L. Flynn  
Jenner & Block LLP  
1099 New York Avenue, N.W.  
Suite 900, Washington, DC 20001-4412  
Tel: (202) 639-6007  
Fax: (202) 639-6066  
Email: [JFlynn@jenner.com](mailto:JFlynn@jenner.com)

with a copy to:

Stan McCright  
928 McCallie Avenue  
Chattanooga, TN 37403  
Fax: (423) 265-6222  
Email: [mccright@mccright.com](mailto:mccright@mccright.com)

- (d) GCIOA holds international section 214 authority, granted in FCC File No. ITC-214-20040421-00150, to operate as a global or limited global facilities-based and resale carrier. Global Reconnect does not hold any telecommunications regulatory authority.
- (h) Post-close, GCIOA will be a wholly owned direct subsidiary of Global Reconnect. The following individuals or entities will hold a 10 percent or greater interest in GCIOA post-close:

Name: Global Reconnect, Inc.  
Address: 928 McCallie Avenue, Chattanooga, TN 37403  
Citizenship: Delaware Corporation  
Principal business: Holding Company  
Percent Interest in GCIOA: 100 percent (direct)

Name: Stanley McCright  
Address: 928 McCallie Avenue, Chattanooga, TN 37403  
Citizenship: US  
Principal business: Public housing industry consultant  
Percent Interest in GCIOA: 82.5 percent (100 percent attributed) (indirect through interest in Global Reconnect)

Name: Global Connection Holdings Corporation  
Address: 5555 Oakbrook Parkway, Suite 620, Norcross, GA 30093  
Citizenship: Georgia Corporation  
Principal business: Holding Company  
Percent Interest in GCIOA: 17.5 percent (indirect through interest in Global Reconnect)

Name: L6-Global, LLC  
Address: #333-6555 Sugarloaf Parkway, Suite 307  
Duluth, GA 30097  
Citizenship: Georgia LLC  
Principal Business: Telecommunications  
Percent Interest in GCIOA: 11.7 percent (17.5 percent attributed) (indirect through interest in Global Holdings)

Name: MP Global Holdings, LLC

Address: 555 East Lancaster Ave, Suite 500, Radnor, PA 19087

Citizenship: US

Principal Business: Private Equity

Percent Interest in GCIOA: 11.2 percent (17.5 percent attributed) (indirect through interest in L6-Global, LLC)

*Milestone Partners.* Funds of Milestone Partners will hold an aggregate interest of approximately 12.3 percent (18.6 percent attributed) in GCIOA, primarily through their interest in MP Global Holdings, LLC. Milestone Partners is a private equity firm, with principal offices at 555 E. Lancaster Avenue, Suite 500, Radnor, PA 19087. All Milestone Partners entities are U.S. entities.

Milestone Partners' interest in GCIOA is primarily held through two investment funds. The two funds are (1) Milestone Partners III, L.P. (72.5 percent of MP Global Holdings, LLC) and (2) Milestone Partners III, L.P. 2 (27.5 percent of MP Global Holdings, LLC). Milestone Partners III GP, L.P. is general partner of Milestone Partners Funds (1) and (2). Milestone Partners III, LLC is the general partner of Milestone Partners III GP, L.P.

Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III GP, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.

No other persons or entities will hold a 10 percent or greater ownership interest in GCIOA post-close pursuant to the Commission's attribution rules. There will be no interlocking directorates with any foreign carrier following consummation of the proposed transaction.

- (i) As confirmed by the signature of Global Reconnect's representative to this Application, Global Reconnect certifies that (a) Global Reconnect is not a foreign carrier and is not affiliated with a foreign carrier, and (b) Global Reconnect will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (j) As confirmed by the signature of Global Reconnect's representative to this Application, Global Reconnect certifies that it does not seek to provide international telecommunications services to any destination country where (i) Global Reconnect or GCIOA is a foreign carrier; (ii) Global Reconnect or GCIOA controls a foreign carrier; (iii) any entity that owns more than 25 percent of Global Reconnect or GCIOA, or that controls Global Reconnect or GCIOA, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Global Reconnect or GCIOA and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.

- (l) [Reserved]
- (m) Not applicable.
- (n) As confirmed by the signatures of Applicants' representatives to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and they will not enter into such agreements in the future.
- (o) As confirmed by the signatures of Applicants' representatives to this Application, Applicants certify that, pursuant to sections 1.2001 through 1.2003 of the Commission's rules, they are not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of the international portion of this Application pursuant to section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under section 63.12(c) of the Commission's rules because (i) Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will Applicants be so affiliated post-close; and (iii) none of the other scenarios outlined in section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

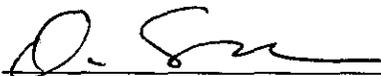
In accordance with the requirements of section 63.04(b) of the Commission's rules, the additional information required for the domestic section 214 transfer of control application is provided in **Exhibit A**.

**VI. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**GLOBAL CONNECTION INC. OF AMERICA  
GLOBAL CONNECTION HOLDINGS CORPORATION**



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David Skogen, CEO  
Global Connection Inc. Of America  
5555 Oakbrook Pkwy, Suite 620  
Norcross, GA 30093  
Fax (888) 315-2669  
Email dskogen@gcioa.com

**GLOBAL RECONNECT, INC.**

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Stan McCright  
928 McCallie Avenue  
Chattanooga, TN 37403  
Fax: (423) 265-6222  
Email: mccright@mccright.com

Date: February 4, 2016

**VI. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

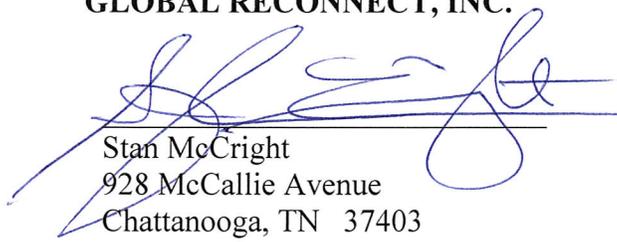
Respectfully submitted,

**GLOBAL CONNECTION INC. OF AMERICA  
GLOBAL CONNECTION HOLDINGS CORPORATION**

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Global Connection Inc. Of America  
5555 Oakbrook Pkwy, Suite 620  
Norcross, GA 30093  
Fax (888) 315-2669  
Email dskogen@gcioa.com

**GLOBAL RECONNECT, INC.**



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Stan McCright  
928 McCallie Avenue  
Chattanooga, TN 37403  
Fax: (423) 265-6222  
Email: mccright@mccright.com

Date: February 4, 2016

## LIST OF EXHIBITS

<b>EXHIBIT A</b> – Information Required by 47 C.F.R. § 63.04
<b>EXHIBIT B</b> – GCIOA Intrastate Wireline Territory
<b>EXHIBIT C</b> – GCIOA Intrastate Wireless Territory
<b>EXHIBIT D</b> – Current Corporate Structure of GCIOA
<b>EXHIBIT E</b> – Current Corporate Structure of Global Reconnect
<b>EXHIBIT F</b> – Post-close Corporate Structure of GCIOA & Global Reconnect

## EXHIBIT A

### INFORMATION REQUIRED BY 47 C.F.R. § 63.04

In accordance with the requirements of section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants provide the following information in support of their request.

**63.04(b)(6): Description of the Transactions**

The proposed transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is included in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to sections 63.03(b)(1) and 63.03(b)(2) of the Commission's rules, 47 C.F.R. § 63.03(b)(1, 2) for the reasons explained on page 3 of the Application.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application.

**EXHIBIT B**

GCIOA Intrastate Wireline Territory

Alabama  
Arkansas  
Colorado  
Florida  
Georgia  
Illinois  
Indiana  
Kansas  
Kentucky  
Louisiana  
Michigan  
Minnesota  
Missouri  
Mississippi  
North Carolina  
Nebraska  
New Mexico  
Ohio  
Oklahoma  
Oregon  
South Carolina  
Tennessee  
Texas  
Washington  
West Virginia  
Wisconsin

**EXHIBIT C**

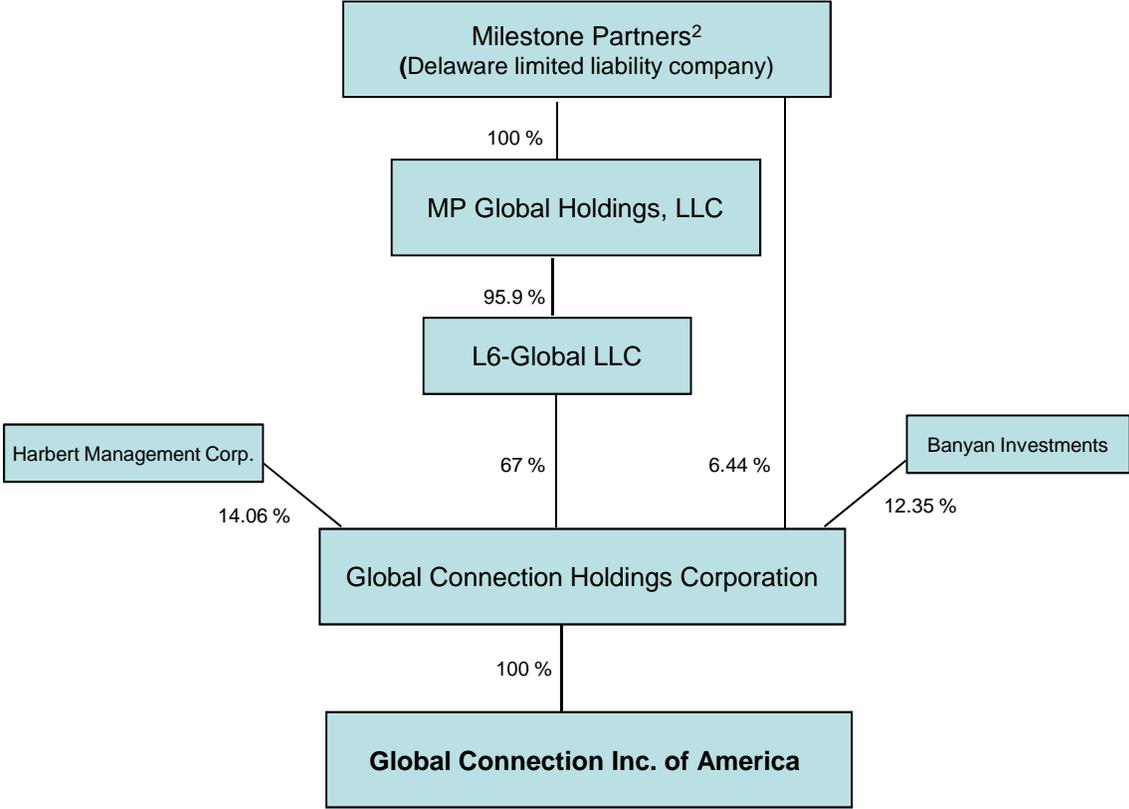
GCIOA Intrastate Wireless Territory

Arizona  
Arkansas  
California  
Colorado  
Georgia  
Iowa  
Kansas  
Kentucky  
Louisiana  
Maryland  
Massachusetts  
Michigan  
Minnesota  
Missouri  
Nebraska  
Ohio  
Pennsylvania  
Puerto Rico  
Rhode Island  
South Carolina  
Texas  
Utah  
West Virginia  
Wisconsin

**EXHIBIT D**

Current Corporate Structure of GCIOA

**Global Connection Inc. of America  
Pre-Close Corporate Structure  
(Interests  $\geq 10\%$ )<sup>1</sup>**



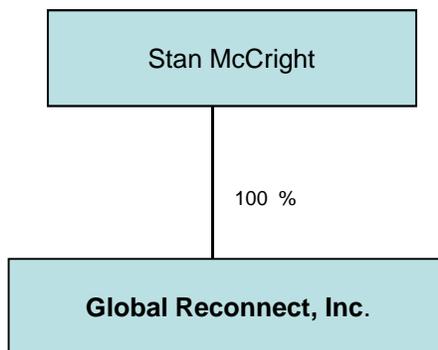
<sup>1</sup> Percentages shown above the level of Global Connection Holdings Corporation reflect actual interests (not adjusted for application of attribution rule) in immediate subsidiary and not indirect ownership interest in GCIOA.

<sup>2</sup> Milestone Partners holds a total indirect interest in GCIOA of 70.64% by direct calculation and 100% applying the attribution rule. These interests are held through several funds. Direct interests in MP Global Holdings, LLC are held by Milestone Partners III, L.P. (72.5%) and Milestone Partners III, L.P 2 (27.5%). The general partner of both funds is Milestone Partners III G.P., L.P. The general partner of Milestone Partners III G.P., L.P is Milestone Partners III, LLC. Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.

**EXHIBIT E**

Current Corporate Structure of Global Reconnect

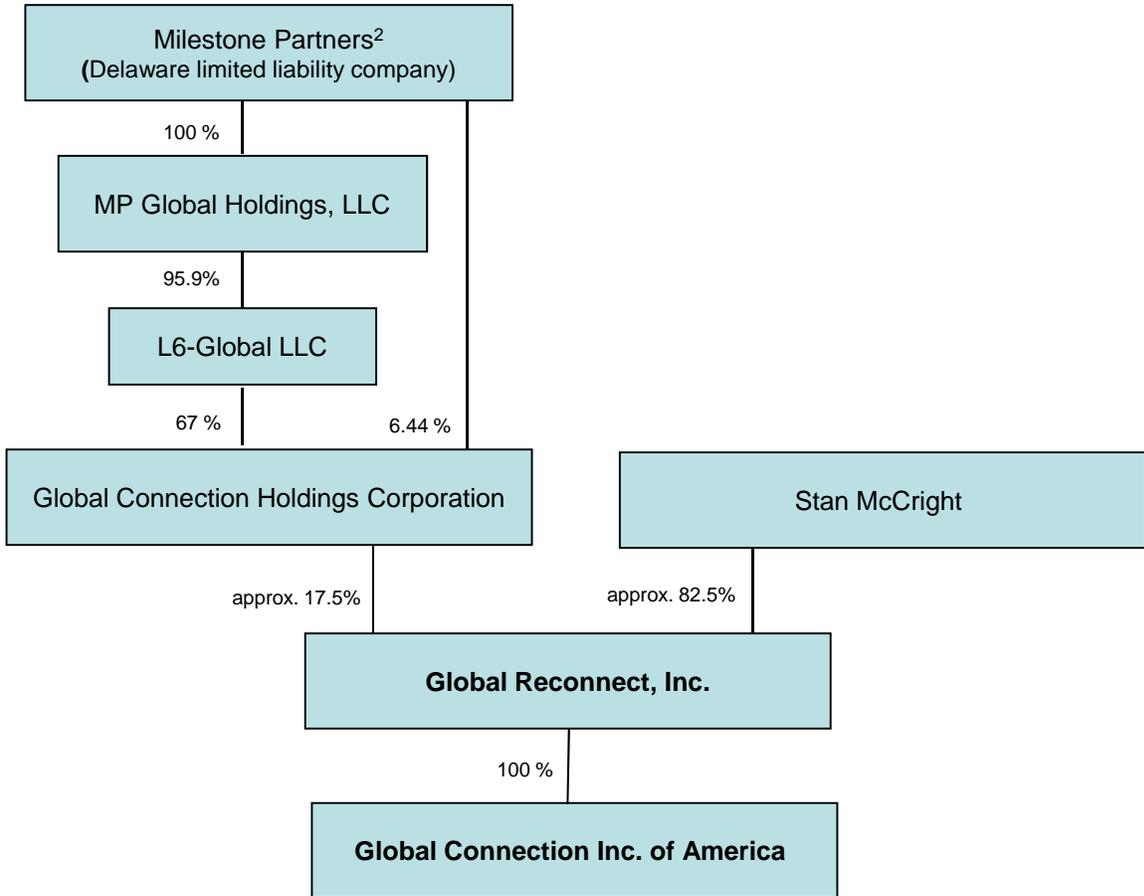
**Global Reconnect, Inc.  
Pre-Close Corporate Structure**



**EXHIBIT F**

Post-close Corporate Structure of GCIOA & Global Reconnect

**Global Connection Inc. of America  
Post-Close Corporate Structure  
(Interests  $\geq 10\%$ )<sup>1</sup>**



<sup>1</sup> Percentages shown above the level of Global Reconnect, Inc. reflect actual interests (not adjusted for application of attribution rule) in immediate subsidiary and not indirect ownership interest in GCIOA.

<sup>2</sup> Milestone Partners holds a total indirect interest in GCIOA of 12.3% by direct calculation and 18.6% applying the attribution rule. These interests are held through several funds. Direct interests in MP Global Holdings, LLC are held by Milestone Partners III, L.P. (72.5%) and Milestone Partners III, L.P 2 (27.5%). The general partner of both funds is Milestone Partners III G.P., L.P. The general partner of Milestone Partners III G.P., L.P is Milestone Partners III, LLC. Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.